

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

CARL ZORN, derivatively on behalf of
Stereotaxis, Inc.,

Plaintiff,

v.

FRED A. MIDDLETON, CHRISTOPHER
ALAFI, DAVID W. BENFER, MICHAEL P.
KAMINSKI, WILLIAM M. KELLEY,
ROBERT J. MESSEY, WILLIAM C. MILLS
III, ERIC N. PRYSTOWSKY, and JOSEPH D.
KEEGAN,

Defendants,

and

STEREOTAXIS, INC.,

Nominal Defendant.

STIPULATION AND [PROPOSED] ORDER OF DISMISSAL

Plaintiff Carl Zorn (“Plaintiff”), and defendants Fred A. Middleton, Christopher Alafi, David W. Benfer, Michael P. Kaminski, William M. Kelley, Robert J. Messey, William C. Mills, III, Eric N. Prystowsky, Joseph D. Keegan, and nominal defendant Stereotaxis, Inc. (collectively, “Defendants”), by and through their respective counsel, hereby stipulate as follows:

WHEREAS, Plaintiff filed his verified derivative complaint with the Court in the above-captioned action (the “Action”) on or around December 2, 2011;

WHEREAS, on March 22, 2012, the Court granted Defendants’ unopposed motion to stay proceedings in the Action until an order was entered by the Court disposing of Defendants’ anticipated motion to dismiss in a related class action, *Pound v. Stereotaxis, Inc., et al.*, Case No. 4:11-cv-01752 (the “Class Action”);

WHEREAS, on March 18, 2014, the Court granted nominal defendant Stereotaxis, Inc. and defendants Michael P. Kaminski and Daniel J. Johnston's Motion to Dismiss the First Consolidated Amended Class Action Complaint in the Class Action;

WHEREAS, the time to appeal the Court's decision expired on April 17, 2014 and no appeal was filed;

WHEREAS, the parties to this Stipulation believe that the Action should be dismissed without prejudice;

WHEREAS, Plaintiff and Defendants agree that all parties will bear their own fees and costs incurred in connection with this litigation;

IT IS HEREBY STIPULATED AND AGREED, by and among the parties, through their respective undersigned counsel, that:

- (1) The Action shall be dismissed without prejudice; and
- (2) Plaintiff and Defendants will bear their own fees and costs.

Dated: July 17th, 2014

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SO ORDERED:

The Honorable Catherine D. Perry

DATED: July _____, 2014